

**RESOLUTIONS ADOPTED BY THE
CHICAGO INFRASTRUCTURE TRUST
BOARD OF DIRECTORS
ON JULY 17, 2014**

MEETING MINUTES

RESOLVED, that the minutes of the meeting of the Board of Directors held on April 17, 2014, in the form previously provided to the members of the Board of Directors, be and hereby are approved.

AUDIT REPORT

WHEREAS, the Chicago Infrastructure Trust (the “Trust”) has obtained from Cohn Reznick a draft report on its audit of the Trust’s fiscal year 2013 and partial fiscal year 2012 financial statements (the “Audit Report”);

NOW, THEREFORE, BE IT RESOLVED, that the Audit Report be and hereby is accepted and approved.

PACE

WHEREAS, the staff of the Trust has reviewed with the Board of Directors a proposed program to initiate and facilitate the financing of property assessed clean energy projects (“PACE”);

WHEREAS, the Board of Directors has determined that the PACE program is a worthwhile undertaking and is within the proper scope of the Trust;

NOW, THEREFORE, BE IT RESOLVED that the PACE program be, and hereby is, authorized and approved, subject to such conditions and parameters as are hereafter imposed by the Board of Directors, and that the Executive Director be, and hereby is, authorized to select, in accordance with the Trust’s Contracting Manual, one or more contractors for the PACE program and to negotiate the terms of their engagement.

CTA 4G

WHEREAS, the staff of the Trust has reviewed with the Board of Directors a proposal to coordinate the financing by a consortium of wireless

carriers (the “Consortium”) of an upgrade to the distributed antenna system in the Chicago Transit Authority’s red and blue line subway tunnels (the “CTA 4G Upgrade Project”);

WHEREAS, the Board of Directors has determined that the CTA 4G Upgrade Project is a worthwhile undertaking and is within the proper scope of the Trust;

NOW, THEREFORE, BE IT RESOLVED that the CTA 4G Upgrade Project be, and hereby is, authorized and approved, subject to such conditions and parameters as are hereafter imposed by the Board of Directors and that the Executive Director be, and hereby is, authorized to negotiate the terms on which the Consortium will finance the CTA 4G Upgrade Project (including the payment of any fee to the Trust), as well as the terms of any related agreements, with definitive agreements being subject to the final approval of the Board of Directors.

GENERAL

RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, any of the Trust’s officers be, and each hereby is, authorized to take all such further actions, and to execute and deliver all such further agreements, instruments, documents or certificates in the name and on behalf of the Trust, and under its corporate seal or otherwise, and to pay all such fees and expenses, which shall in their judgment be necessary, proper or advisable and to perform all of the obligations of the Trust in connection with the foregoing resolutions.

* * * * *